In re:) Chapter 11	
) Case No. 01-01139 (JKF)	
W.R. GRACE & CO., <u>et al</u> .,	(Jointly Administered)	
Debtors.) Objection Deadline: 12/2/05	
		n

NOTICE OF FILING

FIFTH QUARTERLY APPLICATION OF PHILLIPS, GOLDMAN & SPENCE, P.A. AS LOCAL COUNSEL TO DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF APRIL 1, 2005 THROUGH JUNE 30, 2005

TO: (1) The Debtors; (2) counsel to the Debtors; (3) Office of the U.S. Trustee

- (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants;
- (5) Counsel to the Official Committee of Asbestos Property Damage Claimants;
- (6) Counsel to the Official Committee of Equity Holders; (7) Counsel to the Debtors in Possession Lender; and (8) the Fee Auditor

Phillips, Goldman & Spence, P.A., ("PG&S") local counsel to David T. Austern, in his capacity as the Court appointed legal representative for future asbestos claimants (the "FCR"), has filed and served its Fifth Quarterly Interim Application of Phillips, Goldman & Spence, P.A. as Local Counsel to David T. Austern, Future Claimants' Representative for Compensation and Reimbursement of Expenses for the Period of April 1, 2005 through June 30, 2005 seeking payment of fees in the amount of \$13,901.00 and \$1,598.79 for expenses incurred (the "Quarterly Fee Application") for a total of \$15,499.79.

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 North Market Street, 3rd Floor, Wilmington, DE 19801, on or before **December 2, 2005**.

At the same time, you must also serve a copy of the objection or response upon the following:

Co-counsel to David T. Austern, Future Claimants Representative

Roger Frankel, Esquire Richard Wyron, Esquire Swidler Berlin Shereff Friedman, LLP 3000 K Street, NW, Suite 300 Washington, DC 20007

John C. Phillips, Jr., Esquire Phillips, Goldman & Spence, P.A. 1200 North Broom Street Wilmington, DE 19806

Co-counsel to the Debtors

David M. Bernick, Esquire Kirkland & Ellis, LLP 200 East Randolph Drive Chicago, IL 60601

Laura Davis Jones, Esquire Pachulski, Stang, Ziehl, Young & Jones, P.C. 919 North Market Street, Suite 1600 Wilmington, DE 19801

Co-counsel to Official Committee of Unsecured Creditors

Lewis Kruger, Esquire Strook & Strook & Lavan LLP 180 Maiden Lane New York, NY 10038-4982

Michael R. Lastowski, Esquire Duane Morris, LLP 1100 North Market Street, Suite 1200 Wilmington, DE 19801

Co-counsel to Official Committee of Asbestos Property Damage Claimants

Scott L. Baena, Esquire Blizin, Sumber, Dunn, Baena, Rocie & Axelrod First Union Financial Center 200 South Biscayne Boulevard, Suite 2500 Miami, FL 33131

Michael B. Joseph, Esquire Ferry & Joseph, P.A. 824 North Market Street, Suite 904 P.O. Box 1351 Wilmington, DE 19899-1351

Co-counsel to Official Committee to Asbestos Personal Injury Claimants

Elihu Inselbuch, Esquire Caplin & Drysdale 399 Park Avenue, 36th Floor New York, NY 10022

Mark Hurford, Esquire Campbell & Levine, LLC Chase Manhattan Centre, 15th Floor 1201 Market Street, Suite 1500 Wilmington, DE 19801

Co-counsel to DIP Lender

J. Douglas Bacon, Esquire Latham & Watkins Sears Tower, Suite 5800 Chicago, IL 60606

Steven M. Yoder, Esquire The Bayard Firm 222 Delaware Avenue, Suite 900 P.O. Box 25130 Wilmington, DE 19899

Counsel to Official Committee of Equity Holders

Thomas Moers Mayer, Esquire Kramer Levin Naftalis & Frankel, LLP 919 Third Avenue New York, NY 10022

Counsel to the U.S. Trustee

Office of the U.S. Trustee Frank J. Perch, Esquire 844 King Street, Suite 2313 Lockbox 35 Wilmington, DE 19801-3519

Fee Auditor

Warren H. Smith Warren H. Smith and Associates Republic Center 325 North St. Paul, Suite 4080 Dallas, TX 75201

A HEARING ON THIS APPLICATION WILL BE HELD ON **SEPTEMBER 26, 2005** AT 12:00 NOON.

PHILLIPS, GOLDMAN & SPENCE, P.A.

JOHN/C. PHILLIPS, JR., ESQUIRE (#110)

1200 North Broom Street Wilmington, DE 19806

(302) 655-4200

(302) 655-4210

Local Counsel to David T. Austern, Future

Claimants' Representative

Date: July 26, 2005

In re:) Chapter 11
mit.) Case No. 01-01139 (JKF)
W.R. GRACE & CO., et al.,) (Jointly Administered)
Debtors.) Objection Deadline: 12/2/05 Hearing Date: 12/19/05 @ 12:00 Noon
FIFTH QUARTERLY APPLICATION AS LOCAL COUNSEL TO DAVI REPRESENTATIVE FOR COMP EXPENSES FOR THE PERIOD OF	VER SHEET NOF PHILLIPS, GOLDMAN & SPENCE, P.A. ID T. AUSTERN, FUTURE CLAIMANTS' ENSATION AND REIMBURSEMENT OF F APRIL 1, 2005 THROUGH JUNE 30, 2005
Name of Applicant:	Phillips, Goldman & Spence, P.A. ("PG&S")
Authorized to Provide Professional Services to:	David T. Austern, Future Claimants' Representative (the "FCR")
Date of Retention	PG&S Retention Order entered September 27, 2004 Nunc Pro Tunc to May 24, 2004
Period for which Compensation is Sought:	April 1, 2005 through June 30, 2005
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$13,901.00
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$1,598.79
Total Requested:	\$15,499.79
This is an: X interim X quar	terly monthly final application

)	
In re:)	Chapter 11
)	Case No. 01-01139 (JKF)
W.R. GRACE & CO., et al.,)	(Jointly Administered)
)	
Debtors.)	Objection Deadline: 12/2/05
)	Hearing Date: 12/19/05 @ 12:00 Noon

SUMMARY OF THE FIFTH QUARTERLY APPLICATION
OF PHILLIPS, GOLDMAN & SPENCE, P.A.
AS LOCAL COUNSEL TO DAVID T. AUSTERN, FUTURE CLAIMANTS'
REPRESENTATIVE FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD OF APRIL 1, 2005 THROUGH JUNE 30, 2005

PREVIOUS APPLICATIONS FILED

Fee Application Filing Date, Docket No	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
1 st Monthly Application 5.24.04-6.30.04 Filed 10.6.04 Dkt. No. 6549	\$5,034.50	\$0.00	Filed 10.27.04 Dkt No. 6751	\$4,027.60	\$1,006.90	\$4,027.60
1 st Quarterly Fee Application 5.24.04-6.30.04 Filed 10.27.04 Dkt. No. 6752	\$5,034.50	\$0.00	Filed 11.19.04 Dkt No. 6696	N/A	\$1,006.90	1,006.90
2 nd Monthly Application 7.1.04-7.31.04 Filed 10.6.04 Dkt. No. 6550	\$2,619.00	\$852.87	Filed 11.11.04 Dkt No. 6883	\$2,095.20	\$523.80	\$2,948.07
3 rd Monthly Application 8.1.04-8.31.04 Filed 10.8.04 Dkt. 6569	\$3,110.00	\$450.36	Filed 11.11.04 Dkt No. 6884	\$2,488.00	\$622.00	\$2,938.36
4 th Monthly Application 9.1.04-9.30.04 Filed 10.28.04 Dkt. No. 6783	\$5,034.50	\$419.64	Filed 11.19.04 Dkt No. 6997	\$4,107.20	\$1,026.80	\$4,526.84
2nd Quarterly Fee Application 7.1.04-9.30.04 Filed 11.16.04 Dkt. No. 6940	\$10,863 00	\$1,722.87	Filed 3.9.05 Dkt No. 7997	N/A	\$2,187.6	N/A

Fee Application Filing Date, Docket No	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
5th Monthly Application 10 1.04-10.31.02 Filed 11 29.04 Dkt. No. 7041	\$6,273.00	\$582.11	Filed 12 21.04 Dkt No. 7278	\$5,018.40	\$1,254.60	\$5,600.51
6 th Monthly Application 11.1.04-11.30.04 Filed 12.28.04 Dkt. No. 7370	\$7,128.00	\$249.55	Filed 1.28.05 Dkt No. 7643	\$5,702.40	\$1,425.60	\$5,951.95
7 th Monthly Application 12.1.04-12.31.04 Filed 1.28.05 Dkt No. 7644	\$7,245.00	\$186.54	Filed 2.28.05 Dkt No. 7917	\$5,796.00	\$1,449.00	\$5,982.54
3 rd Quarterly Fee Application 10.1.04-12.31.04 Filed 2.15.05 Dkt. No. 7783	\$20,646.00	\$1,018.20	Filed 6 14.05 Dkt No. 8613	N/A	\$4,129.20	N/A
8 th Monthly Application 1.1.05-1.31.05 Filed 2.28.05 Dkt No. 7918	\$9,247.00	\$2,039.47	Filed 3.29.05 Dkt No. 8135	\$7,397.60	\$1,850.00	\$9,437.07
9 th Monthly Application 2.2.05-2.28.058 Filed 4.8.05 Dkt No. 8191	\$3,373.00	\$164.44	Filed 4.26.05 Dkt No. 8284	\$2,862.84	\$674.60	\$2,862.84
10 th Monthly Application 3 1 05-3 31 05 Filed 4 26 05 Dkt No. 8285	\$4,127.50	\$461.38	Filed 6.6.05 Dkt No. 8553	\$3,763.38	825.00	\$3,763.38
4 th Quarterly Application 1.1.05-3.31.05 Filed 4.29.05 Dkt No. 8303	\$16,747.50	\$2,665.29	Filed Dkt No.	N/A	\$6,653.80	N/A
11 th Monthly Application 4.1.05-4.30.05 Filed 6.6.05 Dkt No. 8554	\$4,910.00		Filed 7.26.05 Dkt No.	\$4,123.51	\$982.00	
12 th Monthly Application 5.1.05-5.31.05 Filed 6.27.05 Dkt No. 8686	\$3,596.00		Filed 7.20.05 Dkt No. 9029	\$3,186.73	\$719.20	
13 th Monthly Application 6.1.05-6.30.05 Filed 7.26.05 Dkt No.	\$5,395.00	1,093.35	Filed 7.27.05 Dkt No. 9095	5,409.35	\$1,079.00	

Phillips, Goldman & Spence, P.A. ("PG&S") was retained in this case effective May 24, 2004. This is our fifth quarterly fee application. The hearing on the Quarterly Fee Application has been scheduled for December 19, 2005 at 12:00 Noon in Pittsburgh, PA.

The PG&S professionals who rendered professional services in these cases during this Quarterly Fee Period are as follows:

Name of Professional Person	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total . Compensation
John C. Phillips, Jr.	Director/14years/1974/ litigation/bankruptcy	350.00	31.10	10,885.00
Celeste A. Hartman	Sr. Paralegal/6 years/20 years prior experience	130.00	23.20	3,016.00
Grand Total:				\$ 13,901.00
Blended Rate:				\$256.00

FIFTH QUARTERLY COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Litigation	29.40	9,762.00
Fee/Employment Applications	21.50	3,697.00
Case Administration	2.50	325.00
Plan and Disclosure Statement	.90	117.00
Total	54.30	\$13,901.00

FIFTH QUARTERLY EXPENSE SUMMARY

Expense Category	Service Provider	Total Expenses
Long Distance Phone Charges	N/A	15.39
Photocopies (15¢ per page)	N/A	424.20
Postage	N/A	65.40

Facsimile (\$1 per page outgoing only)	N/A	5.00
Overnight Courier	Federal Express	286.04
Copy/Mail/Delivery Service	Parcels, Inc.	774.36
Working Lunch with Co-counsel (6/27/05)	John C. Phillips, Jr.	14.00
On Line Docket Research	Pacer	8.40
Parking Reimbursement	John C. Phillips, Jr.	6.00
Total		\$1,598.79

PHILLIPS, GOLDMAN & SPENCE, P.A.

JOHN ¢. PHILLIPS, JR., ESQUIRE (#110)

1200 North Broom Street Wilmington, DE 19806

(302) 655-4200

(302) 655-4210

Local Counsel to David T. Austern, Future

Claimants' Representative

Date: July 26, 2005

)	
In re:)	Chapter 11
)	Case No. 01-01139 (JKF)
W.R. GRACE & CO., et al.,)	(Jointly Administered)
)	
Debtors.)	Objection Deadline: 12/2/05
		Hearing Date: 12/19/05 @ 12:00 Noon

FIFTH QUARTERLY APPLICATION OF PHILLIPS, GOLDMAN & SPENCE, P.A. AS LOCAL COUNSEL TO DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF APRIL 1, 2005 THROUGH APRIL 30, 2005

Phillips, Goldman & Spence, P.A., ("PG&S"), local counsel to David T. Austern, Future Claimants Representative (the "FCR"), pursuant to sections 327, 330 and 331 of title 11 of the U.S. Bankruptcy Code, (as amended, the "Bankruptcy Code"), Fed. R. Bankr. P. 2016, the Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members ("Interim Compensation Order") [Docket No. 198], and the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members ("Amended Interim Compensation Order") [Docket No. 1949], and Del. Bankr. LR 2016-2, hereby applies for an order allowing it (i) compensation in the amount of \$13,901.00 for the reasonable and necessary legal services PG&S has rendered to the FCR and reimbursement of expenses in the amount of \$1,598.79 (the "Fifth Quarterly Fee Application") in these cases for the interim quarterly fee period from April 1, 2005 through June 1, 2005 (the "Fee Period"). In support of this Fifth Quarterly Fee Application, PG&S respectfully represents the following:

Background

- On April 2, 2001 (the ("Petition Date"), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 Cases"). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors have continued to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
- 2. On September 27, 2004, the Court entered its *Order Authorizing the Retention* and Employment of Phillips, Goldman & Spence, P.A. as Local Bankruptcy Counsel to David T. Austern, Future Claimants Representative [Docket No. 6478] (the "Retention Order"). The Retention Order authorizes PG&S to be compensated at its hourly rates charged for services of this type and necessary out of pocket expenses incurred, subject to its applications to the Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules and orders of this Court.

Monthly Interim Fee Applications Covered Herein

3. Pursuant to the procedures set forth in the Interim Compensation Order as amended by the Amended Interim Compensation Order, professionals may apply for monthly compensation and reimbursement (each such applications, a "Monthly Fee Application"), and the notice parties listed in the Amended Interim Compensation Order may object to such request. If no notice party objects to a professional's Monthly Fee Application within twenty (20) days after the date of service of the Monthly Fee Application, the professional may submit to the Court a

certification of no objections whereupon the Debtors are authorized to pay interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.

- 4. Pursuant to the Amended Interim Compensation Order, within forty-five (45) days of the end of each quarter, professionals are to file and serve upon the notice parties a quarterly request (a "Quarterly Fee Application") for interim Court approval and allowance of the Monthly Fee Applications filed during the quarter covered by the Quarterly Fee Application. If the Court grants the relief requested by the Quarterly Fee Application, the Debtors are authorized and directed to pay the professional 100% of the fees and expenses requested in the Monthly Fee Applications covered by that Quarterly Fee Application less any amounts previously paid in connection with the Monthly Fee Applications. Any payment made pursuant to the Monthly Fee Applications or any Quarterly Fee Application is subject to final approval of all fees and expenses at a hearing on the professional's final fee application.
- 5. This Quarterly Fee Application, which is submitted in accordance with the Amended Interim Compensation Order, is the Fifth Quarterly Fee Application for compensation for services rendered that PG&S has filed with the Bankruptcy Court in connection with the Chapter 11 Cases, and covers the Fee Period of April 1, 2005 through June 30, 2005.
- 6. PG&S filed the following Monthly Fee Applications for interim compensation during this Quarterly Fee Application period:
 - a. Eleventh Monthly Interim Application of Phillips, Goldman & Spence, P.A. as Local Counsel to David T. Austern, Future Claimants' Representative, for Compensation and Reimbursement of Expenses for the Period of April 1, 2005 through April 30, 2005 [Docket No. 8554] which is attached hereto as Exhibit "A"; and
 - b. Twelfth Monthly Interim Application of Phillips, Goldman & Spence, P.A. as Local Counsel to David T. Austern, Future Claimants' Representative,

- for Compensation and Reimbursement of Expenses for the Period of May 1, 2005 through May 31, 2005 [Docket No. 8686], which is attached hereto as Exhibit "B"; and
- c. Thirteenth Monthly Interim Application of Phillips, Goldman & Spence, P.A., Local Bankruptcy Counsel to David T. Austern, Future Claimant's Representative for Compensation for Services Rendered and Reimbursement of Expenses for the time period June 1, 2005 through June 30, 2005 [Docket No. 9095], which is attached hereto as Exhibit "C".
- 7. The period for objecting to the fees and expense reimbursement requested in the April and May Fee Applications has passed without any objections being filed, whereupon PG&S filed its Certificates of No Objection with the Court, and the Debtors are authorized to pay the interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.
- 8. PG&S has advised and represented the FCR as local counsel, focusing on due diligence with respect to the Debtors and events occurring in these cases, and on preparation for negotiations with the Debtors, the Committees and other parties in interest.

Previous Quarterly Fee Applications

- 9. PG&S previously filed the following Quarterly Fee Applications:
 - a. First Quarterly Application of Phillips, Goldman & Spence, P.A., Local Bankruptcy Counsel to David T. Austern, Future Claimant's Representative for Compensation for Services Rendered and Reimbursement of Expenses for the time period May 24, 2004 through June 30, 2004, filed on October 27, 2004 [Docket No. 6752] (the "First Quarterly Fee Application"); and
 - b. Second Quarterly Interim Application of Phillips, Goldman & Spence, P.A. as Local Counsel to David T. Austern, Future Claimants' Representative for Compensation and Reimbursement of Expenses for the Period of July 1, 2004 to September 30, 2004 [Docket No. 6940] (the "Second Quarterly Fee Application"); and

- c. Third Quarterly Interim Application of Phillips, Goldman & Spence, P.A. as Local Counsel to David T. Austern, Future Claimants' Representative for Compensation and Reimbursement of Expenses for the Period of October 1, 2004 Through December 31, 2004 [Docket No. 7783] (the "Third Quarterly Fee Application").
- d. Fourth Quarterly Application of Phillips, Goldman & Spence, P.A., Local Bankruptcy Counsel to David T. Austern, Future Claimant's Representative for Compensation for Services Rendered and Reimbursement of Expenses for the time period January 1, 2005 Through March 31, 2005 [Docket No. 8303] (the "Fourth Quarterly Fee Application").
- 10. The objection deadline for parties to file objections to the Fourth Quarterly Fee Application is September 9, 2005. If no objections are filed, PG&S will file its Certificate of No Objection prior to the hearing.

Relief Requested

11. By this Fifth Quarterly Fee Application, PG&S requests that the Court approve the interim allowance of compensation for professional services rendered and the reimbursement of actual necessary expenses incurred by PG&S for the Fee Period as detailed in the Application, less any amounts previously paid to PG&S pursuant to the Monthly Applications and the procedures set forth in the Interim Compensation Order. As stated above, the services provided and the related expenses incurred are fully described in the Monthly Applications, referenced hereto as Exhibits A through C.

Disinterestedness

- 12. As disclosed in the following affidavits:
 - a. Declaration of John C. Phillips, Jr. under Fed. R. Bankr. P. 2014 and 2016(b) in Support of Application for an Order Authorizing Retention and Employment of Phillips, Goldman & Spence, P.A., as Local Bankruptcy Counsel to David T. Austern, Future Claimants' Representative, Pursuant to Section 1103(a) of the Bankruptcy Code (the "Original Declaration"), filed on June 21, 2004; and

b. Supplemental Declaration of John C. Phillips, Jr. Under Fed. R. Bankr. P. 2014 and 5002 in Support of Application for an Order Authorizing Retention and Employment of Phillips, Goldman & Spence, P.A., as Delaware Bankruptcy Co-Counsel to David T. Austern as Future Claimants' Representative (the "First Supplemental Declaration"), filed on October 13, 2004.

PG&S does not hold or represent any interest adverse to the estates, and has been, at all relevant times, a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code.

13. PG&S may have in the past represented, may currently represent and will likely in the future represent parties in interest in connection with matters unrelated to the Debtors and the Chapter 11 Cases. PG&S disclosed in its Declarations, its connections to parties in interest that it has been able to ascertain using its reasonable efforts. PG&S will update the Declarations when necessary and when PG&S becomes aware of material new information.

Representations

- 14. PG&S believes that the Fifth Quarterly Application complies with the requirements of Del.Bankr.LR 20126-2 and the Amended Interim Compensation Order.
- 15. PG&S performed the services for which it is seeking compensation on behalf of or for the FCR and the future asbestos claimants whom he represents.
- During the Fee Period, PG&S has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases, but has sought an interim compensation payment pursuant to the Interim Compensation Order.
- 17. Pursuant to Fed. R. Bankr. P. 2016(b), PG&S has not shared, nor has it agreed to share, any compensation it has or will receive with any other party or person other than with the

partners, counsel and associates of PG&S. PG&S has not agreed to share any compensation another person or party has received, or may receive, in connection with the Chapter 11 Cases.

WHEREFORE, PG&S respectfully requests that the Court enter an order providing that

(a) for the Fee Period of April 1, 2005 through June 30, 2005, an administrative allowance be made to PG&S in the sum of (i) \$13,901.00 as compensation for reasonable and necessary professional services rendered to the FCR and (ii) \$1,598.79 for reimbursement of actual and necessary costs and expenses, as none were occurred during the Application Period, for a total of \$15,499.79; (b) the Debtors be authorized and directed to pay PG&S the outstanding amount of such sums less any sums previously paid to PG&S pursuant to the Monthly Application and the procedures set forth in the Interim Compensation Order; and (c) this Court grant such further relief as is equitable and just.

PHILLIPS, GOLDMAN & SPENCE, P.A.

JOHN C. PHILLIPS, JR., ESQUIRE (#110)

1200 North Broom Street

Wilmington, DE 19806

(302) 655-4200

(302) 655-4210

Local Counsel to David T. Austern, Future Claimants Representative

ruture Claimants R

Date: July 26, 2005

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)	
In re:)	Chapter 11
)	Case No. 01-01139 (JKF)
W.R. GRACE & CO., et al.,)	(Jointly Administered)
)	
Debtors.)	Objection Deadline: 12/2/05
)	Hearing Date: 12/19/05 @ 12:00 Noon

VERIFICATION OF JOHN C. PHILLIPS, JR.

State of Delaware

: SS

New Castle County :

John C. Phillips, Jr., after being duly sworn according to law, deposes and says:

- 1. I am senior director of the applicant law firm Phillips, Goldman & Spence, P.A. ("PG&S") and am a member in good standing of the Delaware Bar Association and am authorized to appear before this Court.
- 2. I am familiar with the work performed on behalf of David T. Austern as Future Claimants' Representative by the lawyers, legal assistants, and other professionals of PG&S as set forth in the attached invoices.
- 3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order, and I believe the Application to be in compliance therewith.

JOHN C. PHILLIPS, JR., ESQUIRE (#110)

Co-counsel to David T. Austern,

SWORN AND SUBSCRIBED TO BEFORE ME THIS 26th DAY OF JULY 2005.

Votary Public

ANN MARIE MILLER NOTARY PUBLIC

STATE OF DELAWARE My Commission Expires Nov. 18, 2005

EXHIBIT A

April 2005 Fee Application

Available on the docket of the Bankruptcy Court for the District of Delaware at Docket No. 8554 under Case No. 01-01139 (JKF). Also available, upon request from the Law Offices of Phillips, Goldman & Spence, P.A.

EXHIBIT B

May 2005 Fee Application

Available on the docket of the Bankruptcy Court for the District of Delaware at Docket No. 8686 under Case No. 01-01139 (JKF). Also available, upon request from the Law Offices of Phillips, Goldman & Spence, P.A.

EXHIBIT C

June 2005 Fee Application

Available on the docket of the Bankruptcy Court for the District of Delaware at Docket No. 9095 under Case No. 01-01139 (JKF). Also available, upon request from the Law Offices of Phillips, Goldman & Spence, P.A.

CERTIFICATE OF SERVICE

I, CELESTE A. HARTMAN, Senior Paralegal, do hereby certify that I am over the age of 18, and that on July 27, 2005, I caused the Fifth Quarterly Application of Phillips, Goldman & Spence, P.A., Local Bankruptcy Counsel to David T. Austern, Future Claimant's Representative for Compensation for Services Rendered and Reimbursement of Expenses for the time period April 1, 2005 Through June 30, 2005, be served upon those persons as shown on the attached Service List in the manner set forth.

Under penalty of perjury, I certify the foregoing to be true and correct.

CELESTÉ A HARTMAN

Hand Delivery and E-mail: ljones@pszyj.com

(Local Counsel to the Debtors)
Laura Davis Jones, Esquire
Pachulski, Stang, Ziehl, Young & Jones, P.C.
919 North Market Street, Suite 1600
Wilmington, DE 19801

Via First Class U.S. Mail

Vito I. DiMaio Parcels, Inc. P.O. Box 27 4 East 7th Street, Wilmington, DE 19899

(Counsel to the U.S. Trustee)
Office of the U.S. Trustee
Frank J. Perch, Esquire
844 King Street, Suite 2313
Lockbox 35
Wilmington, DE 19801-3519
Via Hand Delivery

E-mail: james _kapp@ chicago.kirkland.com

(Counsel to the Debtors) James Kapp, III, Esquire Kirkland & Ellis, LLP

Via Federal Express and E-mail: feeaudit@whsmithlaw.com

(Fee Auditor)
Warren H. Smith, Warren H. smith and Associates
Republic Enter
325 North St. Paul, Suite 4080
Dallas, TX 75201

Via Federal Express and E-mail: william.sparks@grace.com

(Debtor)
David B. Siegel
W.R. Grace and Co.
7500 Grace Drive
Columbia, MD 21044

E-mail: syoder@bayardfirm.com

(local Counsel to DIP Lender) Steven M. Yoder, Esquire The Bayard Firm

E-mail: meskin@del.camlev.com

(Local Counsel to Asbestos Claimants) Marla Eskin, Esquire, Campbell & Levine, LLC

E-mail: ttacconelli@ferryjoseph.com

(Local Counsel to Property Damage Claimants) Theodore Tacconelli, Esquire Ferry & Joseph, P.A.

E-mail: mlastowski@duanemorris.com

(Local Counsel to Official Committee of Unsecured Creditors) Michael R. Lastowski, Esquire Duane Morris, LLP

E-mail: currier@klettrooney.com

(Local Counsel to Official Committee of Equity Holders) Teresa K.D. Currier, Esquire Klett, Rooney, Lieber & Schorling

E-mail: pvnl@capdale.com

(Counsel to Official Committee to Asbestos Personal Injury Claimants) Elihu Inselbuch, Esquire Caplin & Drysdale

E-mail: rserrette@stroock.com

(Counsel to Official Committee of Unsecured Creditors) Lewis Kruger, Esquire Strook & Strook & Lavan LLP

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